

Schedule 3(f)

**Form of Ballot for Holders of Claims in
Class 15 (Eminent Domain/Inverse Condemnation Claims), Class 16 (HTA General
Unsecured Claims), Class 17 (HTA/GDB Claims), and Class 20 (Federal Claims)**

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO et al.,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE PUERTO RICO HIGHWAYS AND
TRANSPORTATION AUTHORITY,

Debtor.

PROMESA

Title III

No. 17 BK 3567-LTS

**BALLOT FOR HOLDERS OF CLAIMS IN
[CLASS 15 (EMINENT DOMAIN/INVERSE CONDEMNATION CLAIMS) /
CLASS 16 (HTA GENERAL UNSECURED CLAIMS) /
CLASS 17 (HTA/GDB CLAIMS) / CLASS 20 (FEDERAL CLAIMS)]**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

The Financial Oversight And Management Board For Puerto Rico (the “Oversight Board”), as representative of the Puerto Rico Highways and Transportation Authority (“HTA” or the “Debtor”), pursuant to Section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),² is soliciting votes with respect to the *Third Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority*, dated June 17, 2022 (as the same may be amended or modified, the “Plan”) [Case No. 17 BK 3567, ECF No. ____],³ from the holders of certain impaired Claims against HTA.

By order dated [●], 2022 (the “Disclosure Statement Order”), the Court approved the *Disclosure Statement for the Third Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority*, dated June 17, 2022 (as the same may be amended or modified, including all exhibits and attachments thereto, the “Disclosure Statement”) [ECF No. ____], and authorized the Debtor to solicit votes with respect to the acceptance or rejection of the Plan.

Copies of the Plan and Disclosure Statement are enclosed in the package containing this Ballot. **All capitalized terms used but not otherwise defined herein shall have the meanings given to such terms in the Plan. If you have any questions regarding the proper completion of this Ballot, please contact the Balloting Agent, Kroll Restructuring Administration LLC (f/k/a Prime Clerk LLC) (“Kroll”)⁴, by telephone at (844) 822-9231 (toll free for U.S. and Puerto Rico) or (646) 486-7944 (for international callers), available 10:00 a.m. to 7:00 p.m. (Atlantic Standard Time) (Spanish available), or by email at puertoricoinfo@primeclerk.com.**

This Ballot is to be used for voting and making elections by holders of Claims in the Classes listed below. To have your vote or election counted, you must complete, sign, and return this Ballot so that it is received by the Balloting Agent no later than the Voting Deadline (**5:00 p.m. (Atlantic Standard Time) on July 27, 2022**), unless such time is extended by the Debtor.

Ballots must be delivered to the Balloting Agent by one of the following methods:

- a. Online: Visit <https://cases.primeclerk.com/puertorico> and click the “Submit E-Ballot” link. Follow the instructions set forth on the website. You are encouraged to submit your Ballot via the E-Ballot platform. If you choose to submit your Ballot via the E-Ballot platform, you should NOT submit your paper copy Ballot as well.
- b. First Class Mail, Hand Delivery, or Overnight Courier: Deliver to the address below (or in the enclosed envelope, which may have a different zip code):

² PROMESA is codified at 48 U.S.C. §§2101-2241.

³ Unless otherwise specified herein, docket references shall refer to Case No. 17 BK 3567-LTS.

⁴ On March 29, 2022, Prime Clerk LLC changed its name to Kroll Restructuring Administration LLC.

**PUERTO RICO BALLOT PROCESSING
C/O KROLL RESTRUCTURING ADMINISTRATION LLC
(F/K/A PRIME CLERK LLC)
850 THIRD AVENUE, SUITE 412
BROOKLYN, NY 11232**

If you would like to coordinate hand delivery of your ballot to the address above, please send an email to puertoricoinfo@primeclerk.com and provide the anticipated date and time of your delivery.

- c. Hand Delivery to On-Island Collection Site: Deliver to one of the following on-island locations:

Locations in the Commonwealth Accepting Ballots by Hand Delivery All locations are available from July 1, 2022 to July 27, 2022 (except weekends and federal holidays)	
Address	Hours (AST)
<u>Bianca Convention Center</u> Carr 2 KM 143, 1 st Floor Añasco, PR 00610	<u>M – F</u> 8:30 a.m. to 5:00 p.m.
<u>Oceana HUB Center</u> 2 Calle Acerina Caguas, PR 00725	<u>M – F</u> 8:30 a.m. to 5:00 p.m.
<u>Citi Towers</u> 250 Ponce de León Ave, Suite 503 Hato Rey, San Juan, PR 00918	<u>M – F</u> 8:30 a.m. to 5:00 p.m.
<u>Piloto 151</u> #151 Calle de San Francisco 2 nd Floor, Suite L Old San Juan, PR 00901	<u>M – F</u> 8:30 a.m. to 5:00 p.m.
<u>Club de Leones de Ponce</u> Club House Bo. Carrillo Carretera #14 km 5.1, Ponce, P.R. 00731	<u>M – F</u> 8:30 a.m. to 5:00 p.m.

You must deliver the Ballot in the manner described above. Ballots will not be accepted by telecopy, facsimile, electronic mail, or other electronic means of transmission (except online via Kroll's E-Ballot platform).

The Ballot must actually be received by the Balloting Agent by no later 5:00 p.m. (Atlantic Standard Time) on **July 27, 2022**, unless such time is extended (the “Voting Deadline”).

Solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, any Claim, and without prejudice to the Debtor’s rights in any other context, each Claim within a Class of Claims entitled to vote to accept or reject the Plan shall be in an amount as determined by the procedures set forth in the Disclosure Statement Order.

This Ballot does not and shall not be deemed to constitute (i) an assertion of a Claim, (ii) a proof of claim, or (iii) an admission by the Debtor of the nature, validity, or amount of any Claim.

Pursuant to the Plan, you may be required, as a condition to receiving any distribution on your Claim, to complete the appropriate Internal Revenue Service Form W-8 or Form W-9, as applicable. Information relating to these forms and instructions on filling them out can be found on the Internal Revenue Service’s website: <https://www.irs.gov/>.

(Continued on Next Page)

PLEASE COMPLETE THE FOLLOWING:

Item 1. Amount of Claim

For purposes of voting to accept or reject the Plan, the undersigned holds the Claim(s) in [Class 15 (Eminent Domain/Inverse Condemnation Claims) / Class 16 (HTA General Unsecured Claims) / Class 17 (HTA/GDB Claims) / Class 20 (Federal Claims)] as of the **June 17, 2022** Voting Record Date as set forth below in the following aggregate amount:

\$ _____

To submit your [election in Item 2 and] vote in Item 3 below via the “E-Ballot” platform, please visit <https://cases.primeclerk.com/puertorico>. Click on the “Submit E-Ballot” section of the website and follow the instructions to submit your ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: _____

Kroll’s “E-Ballot” platform is the sole manner in which elections and votes will be accepted via electronic or online transmission. Elections submitted by facsimile, email or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an E-Ballot for each E-Ballot ID# you receive, as applicable.

Creditors who make an election or vote using Kroll’s “E-Ballot” platform should NOT also submit a paper Ballot.

Item 2.¹ Election to be Treated as Convenience Claim (Class 19).

Pursuant to the Plan, any holder of an Allowed HTA General Unsecured Claim may elect to (a) reduce the amount of such Allowed Claim to \$20,000.00 and (b) have such reduced Claim be treated pursuant to Class 19 (Convenience Claims), receiving a projected recovery of 100% of such reduced claim.

Any holder of multiple Allowed HTA General Unsecured Claims may elect to (a) reduce the amount of such multiple Claims to an aggregate amount of \$40,000.00 and (b) have such reduced

¹ [Item 2 election only to be included for ballots delivered to holders of Claims in Class 16].

claims be treated pursuant to Class 19 (Convenience Claims), receiving a projected recovery of 100% of such reduced claim; provided, however, that the aggregate amount of consideration to be made available to Convenience Claims shall be Two Million Five Hundred Thousand Dollars (\$2,500,000.00), which Convenience Cap may be waived by the Creditors' Committee at or prior to the commencement of the HTA Confirmation Hearing in its sole and absolute discretion; and provided, further, that in the event the Convenience Cap is exceeded and not waived by the Creditors Committee at or prior to the commencement of the HTA Confirmation Hearing, holders of Allowed Convenience Claims shall receive a Pro Rata Share of the Convenience Cap. If you hold multiple Allowed HTA General Unsecured Claims, receive more than one ballot, and wish to make this election, you must make a consistent election on all the ballots you received for them to be treated pursuant to Class 19 (Convenience Claims). If the ballots do not all consistently elect to be treated Class 19 (Convenience Claims), such election will not be effective.

If you elect to have your Claim reduced and treated as a Convenience Claim in Class 19, you will be deemed to have accepted the Plan as a holder of a Claim in Class 19 (Convenience Claims).

* * * * *

The undersigned holder of a General Unsecured Claim in Class 16 in the amount set forth in Item 1 above hereby elects to have such holder's General Unsecured Claim (a) reduced to \$20,000.00 (and if such holder holds multiple Allowed HTA General Unsecured Claims, such multiple claims reduced to an aggregate amount of \$40,000.00) and (b) treated as a Convenience Claim in Class 19.

☐ **Elect to be Treated as Convenience Claim in Class 19**
(Available only to holders of Claims in Class 16)

If you make the election above, skip to Item 4 below as you are deemed to have accepted the Plan.

Item 3. Vote on Plan (skip if you have elected to be treated as a Convenience Claim in Item 2 above).

The undersigned holder of a Claim in the amount set forth in Item 1 above hereby votes to (please check one):

☐ **ACCEPT (vote FOR) the Plan** ☐ **REJECT (vote AGAINST) the Plan**

Item 4. Acknowledgements and Certification.

By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Plan, Disclosure Statement, and Disclosure Statement Order. The undersigned certifies that (i) it is the holder of the Claim(s) identified in Item 1 above, or (ii) it has full power

and authority to vote to accept or reject the Plan and make the election in Item 2 above. The undersigned further acknowledges that the Debtor's solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the District Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Name of Holder: _____
(Print or Type)

Signature: _____

Name of Signatory: _____
(If other than holder)

Title: _____

Address: _____

Telephone
Number: _____

Email: _____

Date Completed: _____

**VOTING AND ELECTION INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR CLAIMS IN [CLASS 15 (EMINENT DOMAIN/INVERSE
CONDEMNATION CLAIMS)] / CLASS 16 (HTA GENERAL UNSECURED CLAIMS) /
CLASS 17 (HTA/GDB CLAIMS) / CLASS 20 (FEDERAL CLAIMS)]**

1. This Ballot is submitted to you to (i) solicit your vote to accept or reject the *Third Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority*, dated June 17, 2022 (as the same may be amended or modified, the “Plan”) [ECF No. ____], and (ii) consent to the injunction and release provisions of the Plan if you vote to accept the Plan. The terms of the Plan are described in the *Disclosure Statement for the Third Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority*, dated June 17, 2022 (as the same may be amended or modified, including all exhibits and attachments thereto, the “Disclosure Statement”) [ECF No. ____]. All capitalized terms used but not otherwise defined herein or in the Ballot shall have the meanings given to such terms in the Plan. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

2. The Plan will be accepted by a Class of Claims if it is accepted by the holders of two-thirds (2/3) in dollar amount and more than one-half (1/2) in number of the Allowed Claims in a Class that have voted to accept or reject the Plan. In the event a Class rejects the Plan, the Court may nevertheless confirm the Plan and thereby make it binding on holders of Claims in the Class if the Court finds the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of Claims in the Class and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of PROMESA Section 314(b) and Section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Court, all holders of Claims against the Debtor (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, whether or not they vote and whether or not they accept the Plan.

3. [Pursuant to the Plan, any holder of an Allowed HTA General Unsecured Claim may elect to (a) reduce the amount of such Allowed Claim to \$20,000.00 and (b) have such reduced Claim be treated pursuant to Class 19 (Convenience Claims), receiving a projected recovery of 100% of such reduced claim; provided, however, that the aggregate amount of consideration to be made available to Convenience Claims shall be Two Million Five Hundred Thousand Dollars (\$2,500,000.00), which Convenience Cap may be waived by the Creditors’ Committee at or prior to the commencement of the HTA Confirmation Hearing in its sole and absolute discretion; and provided, further, that in the event the Convenience Cap is exceeded and not waived by the Creditors Committee at or prior to the commencement of the HTA Confirmation Hearing, holders of Allowed Convenience Claims shall receive a Pro Rata Share of the Convenience Cap. Any holder of multiple Allowed HTA General Unsecured Claims may elect to (a) reduce the amount of such multiple Claims to an aggregate amount of \$40,000.00 and (b) have such reduced claims be treated pursuant to Class 19 (Convenience Claims), receiving a projected recovery of 100% of such reduced claim. If you elect to have your Claim reduced and

treated as a Convenience Claim in Class 19, you will be deemed to have accepted the Plan as a holder of a Claim in Class 19 (Convenience Claims).]²

4. To have your vote or election counted, you must properly complete, sign, and return this Ballot to Kroll Restructuring Administration LLC (“Kroll”)³ (the “Balloting Agent”) so that it is received by the Balloting Agent no later than 5:00 p.m. (Atlantic Standard Time) on **July 27, 2022** (the “Voting Deadline”).

Ballots must be delivered to the Balloting Agent by one of the following methods:

- a. Online: Visit <https://cases.primeclerk.com/puertorico> and click the “Submit E-Ballot” link. Follow the instructions set forth on the website. You are encouraged to submit your Ballot via the E-Ballot platform. If you choose to submit your Ballot via the E-Ballot platform, you should NOT submit your paper copy Ballot as well.
- b. First Class Mail, Hand Delivery, or Overnight Courier: Deliver to the address below (or in the enclosed envelope, which may have a different zip code):

**PUERTO RICO BALLOT PROCESSING
C/O KROLL RESTRUCTURING ADMINISTRATION LLC
(F/K/A PRIME CLERK LLC)
850 THIRD AVENUE, SUITE 412
BROOKLYN, NY 11232**

If you would like to coordinate hand delivery of your ballot to the address above, please send an email to puertoricoinfo@primeclerk.com and provide the anticipated date and time of your delivery.

- c. Hand Delivery to On-Island Collection Site: Deliver to one of the following on-island locations:

Locations in the Commonwealth Accepting Ballots by Hand Delivery	
All locations are available from July 1, 2022 to July 27, 2022 (except weekends and federal holidays)	
Address	Hours (AST)
<u>Bianca Convention Center</u> Carr 2 KM 143, 1 st Floor Añasco, PR 00610	<u>M – F</u> 8:30 a.m. to 5:00 p.m.

² Applicable only to Class 16.

³ On March 29, 2022, Prime Clerk LLC changed its name to Kroll Restructuring Administration LLC.

Locations in the Commonwealth Accepting Ballots by Hand Delivery All locations are available from July 1, 2022 to July 27, 2022 (except weekends and federal holidays)	
Address	Hours (AST)
<u>Oceana HUB Center</u> 2 Calle Acerina Caguas, PR 00725	<u>M – F</u> 8:30 a.m. to 5:00 p.m.
<u>Citi Towers</u> 250 Ponce de León Ave, Suite 503 Hato Rey, San Juan, PR 00918	<u>M – F</u> 8:30 a.m. to 5:00 p.m.
<u>Piloto 151</u> #151 Calle de San Francisco 2 nd Floor, Suite L Old San Juan, PR 00901	<u>M – F</u> 8:30 a.m. to 5:00 p.m.
<u>Club de Leones de Ponce</u> Club House Bo. Carrillo Carretera #14 km 5.1, Ponce, P.R. 00731	<u>M – F</u> 8:30 a.m. to 5:00 p.m.

You must deliver the Ballot in the manner described above. Ballots will not be accepted by telecopy, facsimile, electronic mail, or other electronic means of transmission (except online via Kroll’s E-Ballot platform in accordance with the instructions above).

5. To properly complete the Ballot, you must follow the procedures described below:
 - a. Ensure the information contained in Item 1 of the Ballot is correct;
 - b. You may not split your vote on the Plan. You must vote to accept or reject the Plan, or make an election with respect to, all the Claims you hold in a Class;
 - c. If you are completing this Ballot on behalf of another entity, indicate your relationship to such entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
 - d. If you also hold Claims in other Classes, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims against the Debtor only if you complete, sign, and return the Ballot

labeled for that Class of Claims in accordance with the instructions on the Ballot;

- e. If you believe you have received the wrong Ballot, please contact the Balloting Agent immediately;
- f. Provide your name and mailing address;
- g. Sign and date your Ballot; and
- h. Return your Ballot using an authorized method of return indicated herein.

6. If more than one Ballot voting the same Claim is received by the Balloting Agent, the latest Ballot received prior to the Voting Deadline will, to the extent of any inconsistencies between the Ballots, supersede and revoke any prior Ballot.

* * * * *

IF YOU:

- (A) HAVE ANY QUESTIONS REGARDING THE BALLOT,
- (B) DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT,
- (C) DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR THE PLAN,
- (D) RECEIVED SOLICITATION PACKAGE MATERIALS IN ELECTRONIC FORMAT AND DESIRE PAPER COPIES, OR
- (E) NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS,

PLEASE CONTACT THE BALLOTING AGENT BY:

- TELEPHONE AT (844) 822-9231 (TOLL FREE FOR U.S. AND PUERTO RICO) OR (646) 486-7944 (FOR INTERNATIONAL CALLERS), OR
- EMAIL AT PUERTORICOINFO@PRIMECLERK.COM.

PLEASE DO NOT DIRECT ANY INQUIRIES TO THE OVERSIGHT BOARD, AAFAF, THE DEBTOR, OR THE COURT.